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SECURITIES AND EXCHANGE COMMISSION

Proposed Collection; Comment Request

Upon Written Request, Copies Available From:  
Securities and Exchange Commission  
Office of FOIA Services  
100 F Street, NE  
Washington, DC 20549-2736

Extension: Rule 17Ad-13

SEC File No. 270-263; OMB Control No. 3235-0275

Notice is hereby given that pursuant to the Paperwork Reduction Act of 1995 (“PRA”) (44 U.S.C. 3501 et seq.) the Securities and Exchange Commission (“Commission”) is soliciting comments on the collection of information provided for in Rule 17Ad-13 (17 CFR 240.17Ad-13). The Commission plans to submit this existing collection of information to the Office of Management and Budget (“OMB”) for extension and approval.

Rule 17Ad-13 (17 CFR 240.17Ad-13) requires an annual study and evaluation of internal accounting controls under the Securities Exchange Act of 1934 (15 U.S.C. 78a et seq.). It requires approximately 100 registered transfer agents to obtain an annual report on the adequacy of their internal accounting controls from an independent accountant. In addition, transfer agents must maintain copies of any reports prepared pursuant to Rule 17Ad-13 plus any documents prepared to notify the Commission and appropriate regulatory agencies in the event that the transfer agent is required to take any corrective action. These recordkeeping requirements assist the Commission and other regulatory agencies with monitoring transfer agents and ensuring compliance with the rule. Small transfer agents are exempt from Rule 17Ad-13 as are transfer agents that service only their own companies’ securities.

Approximately 100 independent, professional transfer agents must file the independent accountant's report annually. We estimate that the annual internal time burden for each transfer agent to comply with Rule 17Ad-13 by submitting the report prepared by the independent accountant to the Commission is minimal. The time required for the independent accountant to prepare the accountant’s report varies with each transfer agent depending on the size and nature of the transfer agent’s operations.

The Commission estimates that, on average, each report can be completed by the independent accountant in 120 hours, resulting in a total of 12,000 external hours annually (120 hours x 100 reports). The burden was estimated using Commission review of filed Rule 17Ad-13 reports and Commission conversations with transfer agents and accountants. The Commission estimates that, on average, 120 hours are needed to perform the study, prepare the report, and retain the required records on an annual basis. Assuming an average hourly rate of an independent accountant of \$60, the average total annual cost of the report is \$7,200. The total annual cost for the approximate 100 respondents is approximately \$720,000.

Written comments are invited on: (a) whether the proposed collection of information is necessary for the performance of the functions of the agency, including whether the information will have any practical utility; (b) the accuracy of the agency's estimate of the burden imposed by the collection of information; (c) ways to enhance the quality, utility, and clarity of the information collected; and (d) ways to minimize the burden of the collection of information on respondents, including through the use of automated collection techniques or other forms of information technology. Consideration will be given to comments and suggestions submitted in writing within 60 days of this publication.

An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information under the PRA unless it displays a currently valid OMB control number.

Please direct your written comments to Pamela Dyson, Director/Chief Information Officer, Securities and Exchange Commission, c/o Remi Pavlik-Simon, 100 F Street, NE Washington DC 20549, or send an e-mail to: [PRA-Mail-Box@sec.gov](mailto:PRA-Mail-Box@sec.gov).

Dated: August 05, 2015

Robert W. Errett  
Deputy Secretary